

SINGLE MEMBER SERVICES AGREEMENT
Between
Northern California Power Agency
and
San Francisco Bay Area Rapid Transit District

AMENDMENT NO. 2

This Amendment No. 2 ("Amendment No. 2") to the Single Member Services Agreement for Special Transactions by and between the Northern California Power Agency ("NCPA") and the San Francisco Bay Area Rapid Transit District ("BART") dated as of December 1, 2005, as such may be amended from time to time, (the "BART SMSA") is made this __ day of _____, 20__ with reference to the following facts, among others:

- A. The BART SMSA contains an Effective Date of December 1, 2005, and is set to expire on December 31, 2016.
- B. The Parties desire to extend the term of the BART SMSA and associated Confirmations to enable NCPA's continued provision of Services and Transactions to BART as contemplated under the BART SMSA.
- C. BART is a signatory participant to the Power Management and Administrative Services Agreement ("PMASA"), the Amended and Restated Facilities Agreement ("FA"), and the Amended and Restated Scheduling Coordination Program Agreement ("SCPA"), under which NCPA supplies certain services to BART.
- D. Pursuant to the terms and conditions of the BART SMSA, NCPA supplies certain transactional services, portfolio management services, and Advisory Services to BART as further described in Attachment "A", which is attached to and made part of the BART SMSA. The Parties desire to amend and restate Attachment "A" to include a revised set of services to be supplied by NCPA to BART.

Therefore, the Parties agree as follows:

- 1. Section 8.1 of the BART SMSA is replaced in its entirety with the following:

"8.1 Term of This Agreement. The term of this Agreement shall begin on the Effective Date and shall end on December 31, 2026. Notwithstanding the foregoing, either Party may, at any time during the term of the Agreement, terminate this Agreement on a date at least one (1) year after delivery of a written notice of termination to the other Party, provided that, no termination shall become effective until the termination of all Services and Transactions.

2. Attachment "A" to the BART SMSA is replaced in its entirety by Attachment "A" as attached to this Amendment No. 2 and incorporated herein by this reference.

The Parties have caused this Amendment No. 2 to be executed on the date as set forth above.

NORTHERN CALIFORNIA
POWER AGENCY
651 Commerce Drive
Roseville, CA 95678

SAN FRANCISCO BAY AREA RAPID
TRANSIT DISTRICT
300 Lakeside Drive, 16th Floor
Oakland, CA 94612

By: _____
Title: _____
Date: _____

By: _____
Title: _____
Date: _____

Approved as to form:

Approved as to form:

By: _____
Its: General Counsel
Date: _____

By: _____
Its: Attorney
Date: _____